

KATTEN MUCHIN ROSENMAN LLP

Steven J. Reisman, Esq.
575 Madison Avenue
New York, NY 10022-2585
Telephone: (212) 940-8800

Terence G. Banich, Esq. (admitted *pro hac vice*)
525 West Monroe Street
Chicago, IL 60661-3693
Telephone: (312) 902-5200

*Counsel for Sears Holdings Corporation, and
its debtor affiliates, as debtors and debtors in possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**CERTIFICATE OF NO OBJECTION REGARDING TENTH QUARTERLY REPORT
OF KATTEN MUCHIN ROSENMAN LLP, AS SPECIAL AVOIDANCE COUNSEL FOR
THE DEBTORS, FOR ALLOWANCE OF CONTINGENT FEES AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM OCTOBER 1, 2021 THROUGH DECEMBER 31, 2021**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

I, Steven J. Reisman, hereby certify that as of the date hereof, I have received no answer, objection or other responsive pleading to the *Tenth Quarterly Report Of Katten Muchin Rosenman LLP, as Special Avoidance Counsel For The Debtors, For Allowance Of Contingent Fees And Reimbursement Of Expenses For The Period From October 1, 2021 Through December 31, 2021* (filed on January 31, 2022, at Docket No. 10270) (the “Tenth Quarterly Report”).

The undersigned further certifies that I have caused the Court’s docket in these cases to be reviewed and no answer, objection or other responsive pleading to the Tenth Quarterly Report appears thereon. Pursuant to the Notice of the Tenth Quarterly Report, objections to the Tenth Quarterly Report were to be filed and served no later than February 28, 2022, at 4:00 p.m. (EST).

It is hereby respectfully requested that the proposed form of order (attached hereto as **Exhibit A**) approving the Tenth Quarterly Report be entered at the earliest convenience of the Court.

Dated: March 9, 2022

KATTEN MUCHIN ROSENMAN LLP

By: /s/ Steven J. Reisman
Steven J. Reisman, Esq.
575 Madison Avenue
New York, NY 10022-2585
Telephone: (212) 940-8800
Facsimile: (212) 940-8776
Email: sreisman@katten.com

Terence G. Banich, Esq. (admitted pro hac vice)
525 West Monroe Street
Chicago, IL 60661-3693
Telephone: (312) 902-5200
Facsimile: (312) 902-1061
Email: terence.banich@katten.com

*Counsel for Sears Holdings Corporation, and its
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possession*

Exhibit A

Proposed Form of Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)
(Jointly Administered)

Re: Docket Index 10270

**ORDER GRANTING TENTH QUARTERLY REPORT OF KATTEN MUCHIN
ROSENMAN LLP AS SPECIAL AVOIDANCE COUNSEL FOR THE DEBTORS, FOR
ALLOWANCE OF CONTINGENT FEES AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM OCTOBER 1, 2021 THROUGH DECEMBER 31, 2021**

Katten Muchin Rosenman LLP (“Katten”), Counsel for Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above matter, having filed its Tenth Quarterly Report for the Period of October 1, 2021 through December 31, 2021 as Special Avoidance Counsel (the “Tenth Quarterly Report”);² and the Court having reviewed the Tenth Quarterly Report; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Tenth Quarterly Report was adequate under the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms shall have the same meaning ascribed to them in the Tenth Quarterly Report.

circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Tenth Quarterly Report;

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The request for approval of the Tenth Quarterly Report is GRANTED to the extent set forth in Schedule A and Schedule B hereto.

2. Katten is awarded approval for compensation in the amount of \$1,074,756.92 for professional services rendered on a contingency fee basis and \$4,552.90 for actual and necessary costs and expenses for the period of October 1, 2021 through December 31, 2021.

3. Such sums are authorized for payment less any amounts previously paid to Katten on account of the amounts set forth in the Tenth Quarterly Report.

Dated: _____, 2022
New York, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Case No.: 18-23538 (RDD)

Schedule A

Case Name: In re Sears Holdings Corporation, *et al.*

CURRENT FEE PERIOD

(1) Applicant	(2) Quarterly Report Date and Docket No.	(3) Fee Period	(4) Fees Requested	(5) Fees Allowed	(6) Fees to be Paid Under Order	(7) Expenses Requested	(8) Expenses Allowed	(9) Expenses to be Paid Under Order
Katten Muchin Rosenman LLP, Special Avoidance Counsel for the Debtors	January 31, 2022 Docket No. 10270	10/1/2021- 12/31/2021	\$1,074,756.92	\$1,074,756.92	\$1,074,756.92	\$4,552.90	\$4,552.90	\$4,552.90

Case No.: 18-23538 (RDD)

Schedule B

Case Name: In re Sears Holdings Corporation, *et al.*

QUARTERLY REPORT TOTALS

(1) Applicant	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid¹
Katten Muchin Rosenman LLP, Special Avoidance Counsel for the Debtors	\$2,406,022.73	\$2,406,022.73	\$535,179.30	\$535,179.30

¹ In accordance with the terms of the Amended Order c(the “Order”) signed on July 2, 2019, Authorizing the Employment and Retention of Katten Muchin Rosenman LLP As Special Avoidance Action Counsel to Debtors *Nunc Pro Tunc* to April 1, 2019 [Docket No. 4413], Katten received payment on account of its fees, in accordance with the Contingency Fee Schedule (as defined in the Order), and its Expenses (as defined in the Order) from proceeds recovered in connection with the avoidance actions as provided in the Engagement Letter (as defined in the Order).